

**EXHIBIT 19**

**DECLARATION OF MARC WOLINSKY IN SUPPORT OF  
HP'S REPLY MEMORANDUM IN FURTHER SUPPORT OF  
PRELIMINARY APPROVAL OF THE SETTLEMENT AND  
OPPOSITION TO THE MOTIONS TO INTERVENE AND SEVER**

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**From:** Mike Lynch <mrl@autonomy.com>  
**Sent:** Monday, December 27, 2010 12:42 PM  
**To:** sushovanh@autonomy.com; andrewk-autonomy.com  
**Subject:** Fwd: Follow Up  
**Attachments:** FeePrecedent.pdf

over to you two

X-Spam-Processed: autonomy.com, Wed, 22 Dec 2010 18:17:05 +0000

(not processed: spam filter heuristic analysis disabled)

X-Rcpt-To: [mrl@autonomy.com](mailto:mrl@autonomy.com)

X-MDRcpt-To: [mrl@autonomy.com](mailto:mrl@autonomy.com)

X-Return-Path: [frank.quattrone@qatalyst.com](mailto:frank.quattrone@qatalyst.com)

X-Envelope-From: [frank.quattrone@qatalyst.com](mailto:frank.quattrone@qatalyst.com)

X-MDaemon-Deliver-To: [mrl@autonomy.com](mailto:mrl@autonomy.com)

X-Note-AR-ScanTimeLocal: 12/22/2010 12:16:53 PM

X-Note-AR-Scan: None - PIPE

From: Frank Quattrone <[frank.quattrone@qatalyst.com](mailto:frank.quattrone@qatalyst.com)>

To: Mike Lynch <[mrl@autonomy.com](mailto:mrl@autonomy.com)>

Date: Wed, 22 Dec 2010 12:16:34 -0600

Subject: Follow Up

Thread-Topic: Follow Up

Thread-Index: AcuiBF1at4+vffKYX0CxoubpemLCfQ==

Accept-Language: en-US

X-MS-Has-Attach: yes

X-MS-TNEF-Correlator:

user-agent: Microsoft-Entourage/13.6.0.100712

acceptlanguage: en-US

X-Note-AR-ScanTimeLocal: 12/22/2010 12:16:48 PM

X-Policy: GLOBAL - qatalyst.com

X-Primary: [frank.quattrone@qatalyst.com](mailto:frank.quattrone@qatalyst.com)

X-Note: This Email was scanned by AppRiver SecureTide

X-ALLOW: @qatalyst.com ALLOWED

X-Note: VCH-CT/SI:0-1454/SG:1 12/22/2010 12:15:01 PM

X-Virus-Scan: V-X0M0

X-Note: Spam Tests Failed:

X-Country-Path: UNITED STATES->UNITED STATES->UNITED STATES

X-Note-Sending-IP: 98.129.23.14

X-Note-Reverse-DNS: smtp.exg5.exghost.com

X-Note-WHTLIST: [frank.quattrone@qatalyst.com](mailto:frank.quattrone@qatalyst.com)

X-Note: User Rule Hits:

X-Note: Global Rule Hits: G195 G196 G197 G198 G202 G203 G214 G302

X-Note: Encrypt Rule Hits:

X-Note: Mail Class: ALLOWEDSENDER

X-Virus-Scanned: by bsmtpd at autonomy.com

X-MDAV-Processed: autonomy.com, Wed, 22 Dec 2010 18:17:07 +0000

Hi Mike,

As we discussed, I am attaching some information regarding fees on precedent transactions in the range of \$5-10B (please see attached file), in which the median fee is 0.51% of equity value.

In addition, the fees on our most recent transactions at Qatalyst are as follows:

3Par/HP (\$2.6B, 1.3%)

Netezza/IBM (\$1.9B, 0.85%)

Isilon/EMC (\$2.6B, 0.90% plus 0.30% for co-advisor Morgan Stanley =1.2%)

Based on the all of the above, present market conditions and the size of the potential transaction, if you were to ask for a proposal we would suggest the following:

A retainer of GBP 250,000 payable upon being formally engaged, to be credited against any transaction fee; a transaction fee of 0.50% of fully diluted equity value, of which 25% would be payable at announcement of a definitive agreement and the balance payable at closing; and reimbursement for out of pocket expenses.

Please let me know your thoughts at your convenience. We would be pleased to send a more detailed form of engagement letter if you would find that helpful.

Looking forward to getting some dates for your next visit to the US.

Wishing you and your family a very Merry Christmas and a Happy New Year!

Best regards,

Frank

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Dr Mike Lynch OBE FREng

CEO Autonomy

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(\$MM)

Date Announced	Target Name	Acquirer Name	Equity Value of Transaction	Ranking inc. Net Debt of Target	Target Total Fees	Fees (% of Equity Value)	Fees (% of Rank Value)	Target Advisors
09/28/2009	Affiliated Computer Svcs Inc	Xerox Corp	\$8,374	\$7,976	\$48.50	0.58%	0.61%	Citi Evercore Partners
10/01/2007	NAVTEQ Corp	Nokia Oyj	\$7,954	\$7,562	\$37.60	0.47%	0.50%	Merrill Lynch
06/04/2007	Avaya Inc	Sierra Merger Corp	\$8,064	\$7,246	\$32.00	0.40%	0.44%	Credit Suisse Group
05/29/2007	CDW Corp	Madison Dearborn Partners LLC	\$7,311	\$6,831	\$37.82	0.52%	0.55%	Morgan Stanley William Blair
10/12/2007	BEA Systems Inc	Oracle Corp	\$8,056	\$6,813	\$33.00	0.41%	0.48%	Goldman Sachs
04/20/2009	Sun Microsystems Inc	Oracle Corp	\$7,305	\$5,859	\$32.60	0.45%	0.56%	Credit Suisse
05/12/2010	Sybase Inc	SAP AG	\$5,959	\$5,411	\$31.00	0.52%	0.57%	Bank of America Merrill Lynch
10/07/2007	Business Objects SA	SAP AG	\$5,511	\$5,131	\$28.00	0.51%	0.55%	Goldman Sachs
12/12/2006	Sabre Holdings Corp	Sovereign Holdings Inc	\$4,987	\$5,049	\$26.00	0.52%	0.51%	Morgan Stanley
11/12/2007	Cognos Inc	IBM	\$4,964	\$4,487	\$27.50	0.55%	0.61%	Lehman Brothers
					Mean	0.49%	0.54%	
					Median	0.51%	0.55%	